

CONSTITUTION AND BYLAWS

SASKATCHEWAN GRAIN
GROWERS' ASSOCIATION

With Amendments To Date



Issued December, 1925

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CONSTITUTION

Section 1—Title

This Association shall consist of all its members. It shall be called "**The Saskatchewan Grain Growers' Association.**"

The following shall be, until amended as hereinafter provided for, its Constitution and Bylaws.

Section 2—Interpretation

In this Constitution and Bylaws, unless the context otherwise requires, the expression:

1. "The Association" shall mean The Saskatchewan Grain Growers' Association.

2. "The Central" shall mean the Central Association as provided for under Section 5.

3. "The Central Board" shall mean the Board of Directors of the Association.

4. "The Executive" shall mean the Executive of the Association.

5. "The Central Secretary" shall mean the Secretary of the Association.

6. "Local" shall mean a Local Association as provided for under Section 12.

7. "Local Secretary" shall mean the Secretary-Treasurer of a Local Association or of an Affiliated Local.

8. "Convention" shall mean a meeting of the Association as provided for in Section 5.

9. "Debenture Holders' Representatives" shall mean directors elected at a Trading Convention and approved by the Convention.

Section 3—Objects of the Association

The objects of the Association shall be:

1. To forward the interests of the farmers in any honorable and legitimate way.

2. To watch legislation relating to their interests and to suggest to parliament or the legislature from time to time the enactment of such legislation as may be decided by a Convention or the Central Board.

3. To carry on any business and to exercise any power of trade as the Executive may deem advisable, when authorized by Act of the Legislature or Parliament.

Section 4—Membership

1. Membership in the Association may be had in any of the following ways by residents of the Province of Saskatchewan:

(a) By becoming a life member as provided herein.

(b) By becoming an affiliate member as provided herein.

(c) By becoming a member of a Local as provided herein.

2. Any person recommended by a Local may become a Life Member by paying to the Central Association a Life Membership Fee of Fifteen Dollars or by such other means as the Convention or the Central Board may decide.

3. Any person may become an affiliate member by being a member of a body which has become affiliated with the Association as provided for in Section 17.

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4. Any person may become a member of a Local by a vote of a majority of the members present at any regular meeting of the Local. Such voting may be by ballot or by open show of hands as the meeting by resolution may decide.

5. Any member of a Local may be expelled from membership, by a vote of two-thirds of the members present at any regular meeting of the Local, provided that notice of motion has been given at previous meetings.

Section 5—Central Association

There shall be no meetings of all the members of the Association. At least once a year and at such other times as the Central Board or the Executive may decide, a Convention of the Officers of the Association and delegates elected as hereinafter provided shall be held. The Convention shall have full power and authority to exercise all the powers of and to govern the Association. The said delegates and officers shall be styled "The Central Association."

Section 6—Central Board

1. The Association shall have a President, a Vice-President, five Directors, two debenture holders' representatives and one district director for each organization district and three Women Directors as hereinafter provided. These together shall be the Board of Directors of the Association. It shall be competent for the two debenture holders' representatives to hold any other office in the Association.

2. A meeting of the Central Board may be called at any time by the President, the Exe-

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cutive or a majority of the members of the Board, by mailing to each member thereof by registered letter at least two weeks prior thereto, a notice stating the time and place thereof. A majority of the members shall constitute a quorum.

3. The Central Board shall meet immediately following the annual convention and elect from amongst its members four, of whom one or more shall be women, who, together with the President and Vice-President and the two debenture holders' representatives, shall form the Executive of the Association.

Section 7—Meetings of the Executive

1. Meetings of the Executive shall be held as often as the business of the Association shall require, at least once every three months, and shall be called by the President or the Managing Director.

2. A special meeting of the Executive may be called at the instance of any two members thereof provided they request the President in writing to call such meeting and also state the business to be brought before the Executive.

3. Any four members shall constitute a quorum at all meetings of the Executive, and a majority vote of the members present shall decide all questions.

4. The office of a member of the executive shall, ipso facto, be vacated by death or conviction of any offence under the Criminal Code.

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Section 8—Powers of the Executive

1. The Executive shall have power to fill any vacancy which may occur in the Executive or the Central Board, and the person appointed shall hold office until the next Convention.

2. The Executive may make rules and regulations for the proper management of the Association's affairs and business as it may deem expedient, not inconsistent with this constitution, and amend or repeal the same, and may from time to time delegate such powers and duties to Local Boards as it may deem advisable.

3. The Executive shall appoint and fix the remuneration of a Secretary and a Treasurer who may or may not be directors, and delegate to each such duties and powers as it may see fit not inconsistent with this constitution and bylaws: provided that shall be competent for one person to hold both offices.

4. The Executive may from time to time appoint a Managing Director of the Association, either for a fixed term or without any limitation as to the period for which he shall hold office, at such remuneration as may be agreed upon, and entrust to and confer upon him as they may see fit, any of the powers exercisable by the Executive.

4. (a) The affairs of the Association shall be managed by the Executive, and the general management and control of the business and property of the Association shall be vested in the Executive. The Executive may on behalf of the Association exercise

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the powers conferred upon the Association by its Act of Incorporation and amending Acts, that is to say, an Act to Incorporate the Saskatchewan Grain Growers' Association, chapter 54 of the Statutes of Saskatchewan, 1908, and an Act to amend an Act to Incorporate the Saskatchewan Grain Growers' Association, being chapter 36 of the Statutes of Saskatchewan, 1915, or any of the said powers, and the seal of the Association shall be under the control of the Executive.

4. (b) No person, firm or body corporate dealing or agreeing or contracting with the Association in good faith shall in any way howsoever be bound to enquire into the authority or extent of authority conferred upon the Executive, and any act, matter or thing heretofore or hereafter done by the Executive on behalf of the Association, or obligation heretofore or hereafter incurred or purporting to be incurred by the Executive for the Association to any person, firm or corporation acting in good faith shall be deemed to fully and effectually bind the Association.

4. (c) Nothing in the said sections 4 (a) and 4 (b) shall be deemed to absolve the Executive from responsibility to the Association, any Convention thereof, or the Board of Directors; Provided, however, that it shall not be necessary for any person, firm or corporation, dealing with the Executive in good faith to require that anything done or purporting to be done by the Executive on behalf of the Association, be sanctioned or approved by the said Association at a

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convention thereof, or by a meeting or resolution of the Board of Directors.

Section 8A—Trading Convention

1. When Debentures of the Association to the amount of two hundred thousand dollars shall have been subscribed for, the debenture holders shall, under such regulations as the Central Board may by resolution decide, hold an annual meeting prior to the Annual Convention, to be known as "the Trading Convention."

2. The Trading Convention shall be entitled to receive from the Secretary a report of the Trading Department and an audited statement of its financial position.

3. The Trading Convention shall, subject to the approval of the Convention, be entitled to elect two of the Directors of the Association as Debenture Holders Representatives on the Central Board. These two, when so approved, shall also be members of the Executive of the Association.

4. Only members of the Association in good standing who are also, according to the debenture register, holders of Debentures, shall be eligible for election as Debenture Holders Representatives on the Central Board.

Section 9—Conventions

1. Conventions of the Central shall be held annually, not later than March 15th, at such place as shall be decided upon by the Central Board.

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2. The Annual Convention shall elect a President, a Vice-President, five Directors and the District Directors.

3. Other Conventions may be called by the Central Board for the transaction of special business at such time and place as the Board may decide.

4. Conventions shall be called by written notice mailed to each Local Secretary under the name and address recorded in the books of the Treasurer at least three weeks prior to such meeting, stating the time and place thereof. Notices of special Conventions shall state the special business.

5. The financial year of the Association shall be from January 1st to December 31st in each year.

6. The Executive shall meet prior to the Convention to deal with resolutions intended to be submitted to the Annual Meeting, and it shall have the power to recommend that priority be given in the Convention to such resolutions as were in the hands of the Central Secretary thirty days before the meeting.

7. Railway fares of all delegates to a Convention of the Central from points represented shall be pooled, and each Local shall be responsible for any shortage incurred by the failure of its delegate or delegates to pay their allotted portion of the pool.

8. Delegates to the Convention and visiting members requiring registration shall pay a registration fee of One Dollar to assist in defraying the expenses of the Convention.

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Section 10—Duties of Officers

President

1. The President shall be, *ex officio*, a member of all committees. He shall also submit or cause to be submitted to the Annual Convention of the Association the Directors' Report of the affairs of the Association. He shall when present preside at all meetings of the Central, the Central Board and the Executive. In case of the absence of the President or his inability to act, his duties shall be discharged by the Vice-President, and in case of the office of President becoming vacant, the Vice-President shall be President until the next Convention.

Secretary

2. It shall be the duty of the Secretary to attend all meetings of the Association, the Board of Directors and the Executive, and to keep correct minutes of the same.

3. He shall have charge of the seal of the Association, which shall, whenever used be authenticated by his signature. In case of his absence these duties shall be discharged by such officer or officers as may be appointed by the Executive.

4. The Secretary shall have charge of the correspondence of the Association, relating to all matters as aforesaid. He shall cause the Treasurer's statement of the Association's financial position to be presented to the Annual Meeting.

5. He shall perform all such other duties as the Executive may determine.

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Treasurer

6. The Treasurer shall receive all moneys paid to the Association, and shall be responsible for the deposit of the same in whatever bank the Executive may order. He shall properly account the funds of the Association, and keep such books as he may be directed.

7. He shall present a full detailed account of receipts and disbursements to the Board, the Executive or the Managing Director, whenever requested by any of them, and shall prepare for submission to the Annual Convention a statement duly audited by a chartered accountant of the financial position of the Association, and submit a copy of the same to the Secretary.

8. He shall perform all such other duties as the Executive may determine.

9. The Secretary, the Treasurer and the Managing Director shall enter into a Bond at the expense of the Association with such security as the Executive shall approve.

Section 11—Organization Districts

1. The Executive may create within the Province such Organization Districts as it may deem expedient for the carrying on of organization work of the Association, and the selecting of nominees for District Director. It may increase or reduce the same in number, and alter the number or the boundaries of each as it may see fit.

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2. Provided that no District shall be created with less than twenty Locals and affiliated Locals.

3. Each District may hold an Annual Meeting prior to the Convention at such time and place as the Executive may decide, such meeting to be made up of delegates duly elected thereto as provided for in Section 13, and such members of the Executive as may be in attendance.

4. Each district annual meeting may select by ballot a member of the Association resident within the district to be its nominee at the convention for district director. It may select a second choice who shall be its nominee in case the original nominee should be disqualified or should not be acceptable to the Convention or should be elected to another office by the Convention.

5. The said District Meeting shall be convened on notice from the Central Secretary to the Local Secretaries given in the same manner as is required for a Convention of the Association.

6. The said District meeting may elect a Secretary and such other officers as it may see fit for the carrying on of organization work under its District Director.

Section 12—Local Associations

1. Any five or more persons residing in the same locality, may request the Central Executive to create a Local Association for the said locality, and the Executive on such request—or without request—may establish a Local for any locality.

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2. Each Local shall pay to the Central an annual membership fee of One Dollar and Fifty Cents for each of its members. It shall not be required to pay to the Central anything for such of its members as are Life Members.

3. The Local shall make payment of all membership fees owing to the Central promptly and at least once every three months.

4. All membership fees shall be paid in advance and shall in every case be due January 1st in each year, and all membership fees paid during the year shall terminate December 31st of the year in which the membership fee was paid.

5. Locals may admit persons under 16 years of age, without voting powers, to be known as "Junior Members." For each junior member they shall pay an annual Central fee of 25 cents.

Section 13—Government of Locals

Power to Call Meeting

1. Each Local may hold meetings at the call of the President or the Secretary-Treasurer, a majority of the Directors or not less than one-fourth of the Members, and shall hold an Annual Meeting of the members not later than January 15th. This meeting shall elect a President, a Vice-President, and three or more Directors, who shall hold office until their successors have been appointed; these together shall form the Local Board. This meeting shall also

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elect an Auditor. Meetings of the Local Board may be held at the call of the President, the Secretary, or a majority of the Directors.

2. Notice shall be given of the Annual Meeting and of any special meeting or of any meeting of the Local Board by mailing at least ten days previous thereto to each member a notice naming the time and place thereof.

3. Locals may appoint delegates as representatives to the Convention and District Meetings. Each Local may elect delegates in the proportion of one for each ten members or major portion thereof. For the Convention the number of members as recorded with the Central Secretary by name and address, on or before the 31st December last preceding shall govern, and for the District Meeting the number of members recorded 30 days before the District Meeting. A delegate must be a member of the Local appointing him.

4. Locals in arrears for fees for more than 30 days after due demand made therefor under the direction of the Executive, with a notice of intention to suspend unless paid within the said time, may be suspended by resolution of the Executive and from and after such suspension until reinstated by resolution of the Executive shall not be entitled to representation at the Convention or District meetings or to standing as a Local of the Association.

5. The Board of the Local shall meet as soon as possible after the Annual Meeting,

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and appoint a Secretary-Treasurer, who shall hold office until his successor has been appointed.

6. It shall be the duty of the Local Secretary to attend all meetings of the Local and the Local Board, and to keep correct minutes of the same; he shall conduct all correspondence, issue all press and other reports, and prepare for publication the annual report. As Treasurer he shall receive and account for all moneys received by the Local and pay all bills and accounts that have been approved by the Local Board.

7. By virtue of his office he shall be a member of each committee appointed. Before entering upon the duties of his office he shall enter into a bond with security when required, which shall be approved by the Executive.

8. The President shall preside at all meetings of the Local and the Local Board. In his absence or inability to act his duties shall be discharged by the Vice-President.

Engaging in Business

9. No person engaged in any business carried on in competition with the business carried on by the Association shall be eligible for office in any Local, and upon any officer of any Local engaging in any such business he shall **ipso facto** vacate his office.

N.B.—The Executive has passed a regulation under section 8, subsection 2, delegating to the Local Board the power to state whether or not any Director of the Local is engaged in business in violation of this clause.

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Section 14—Women's Section

1. Women shall have the same standing in the Association as men.

2. It shall be competent for any five or more women who are members of a Local to form themselves into a Women's Section of the Local for the purpose of discussing ways and means for dealing with women's questions and work. Such section when formed shall be termed a Women's Section and shall be governed by this Constitution and Bylaws.

3. At the Annual Convention the women delegates may meet in the general meeting or separately as they see fit. In separate meeting they may discuss any question or matter not inconsistent with the objects of the Association as set forth in Section 3 hereof, but it shall not be competent for them to petition Parliament or the Legislature on any matter independently of the Central.

4. Such separate meeting may be called the Women's Section and it shall have power to elect a Board composed of such officers as it may see fit. This Board shall have especial charge of such branches of the Association's work as relate especially to women and children.

5. The Board elected by the Women's Section shall have power to nominate three (3) of its members who, upon approval by the Annual Convention of the Association, shall be Women Directors of the Association.

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Section 15—Life Membership

1. Life membership fees received on or before the 15th day of February, A.D. 1915, shall be held and retained upon the trusts under which the same were received and paid into the Life Membership Fund, and shall be under the control and management of three trustees appointed by and holding office during the pleasure of the Board of Directors who shall fix their remuneration.

2. A special account to be known as The Trust Fund of the Saskatchewan Grain Growers' Association, shall be kept in a chartered bank, and the said fund and moneys deposited thereto, may be withdrawn only on the order of the Trustees for investment.

3. The said funds may be invested by the Trustees in first mortgages on improved farm lands not exceeding 40 per cent. of valuation. The interest only of the fund shall be paid into the general revenue or the Central Association. The trustees shall give security by bonds satisfactory to the Executive. They shall present annually to the Directors a report of the fund showing the amount thereof, the expenses and the net revenue, and the Directors shall include the said report in their annual report to the Association.

4. The Trustees may elect a Chairman and Secretary-Treasurer from among themselves and may confer on the said Chairman and Secretary power to endorse Bills of Exchange and Cheques for deposit and sign and execute Bills of Exchange and

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Cheques for and on behalf of the Trustees and authorize the said Chairman and Secretary-Treasurer to release or discharge any security held by the said Trustees.

5. The Trustees may use the said funds in assisting the Association to acquire by purchase, erection or otherwise permanent business offices and premises by way of loan, or invest the said funds in the acquisition or erection of such offices or premises.

6. Life Membership fees shall after the fifteenth day of February, A.D. 1915, be under the control and management of the Executive, and the Executive may from time to time direct that the whole of the said fees, or such portion thereof as may seem to them expedient, be paid into the General Funds of the Association, or may create a Reserve Fund for acquiring or erecting an Association Building, or for any legitimate purpose of the Association, or may direct the same or any portion thereof to be paid into the Life Membership Trust Fund for investment as aforesaid.

Section 16—Life Members May Organize

In case the Local in any district disorganizes or fails to appoint delegates to the Annual Convention, the Life Members residing in the district may appoint delegates in such manner as the Executive shall, from time to time direct, and if all the Locals disorganize, the Life Members shall be organized by the direction of the Executive for the appointment of delegates and the carrying on of the objects of the Association.

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Section 17—Affiliate Membership

1. Any agricultural Society, Agricultural Co-operative Association, or Farmers' Company in Saskatchewan may, at the discretion of the Executive, become affiliated with the Association by paying to the Association the regular annual membership fee of the Central for each of its members except such as are Life Members of the Association.

2. Each affiliated body shall be entitled to send delegates to the Convention and District Meetings in the same proportion to its membership and under the same regulations as a Local may, as provided under Section 13, sub-section 3, provided that such affiliate body is not in arrears to the Central.

Section 18—Elections

1. Any member of the Association in good standing shall be eligible to be elected to any office except as provided under Section 8A, subsection 4.

2. Except where otherwise provided, every Officer and Director shall hold office until his successor has been appointed.

3. Candidates for office in the Central shall be nominated openly at the Annual Meeting and shall be elected by ballot, as hereinafter provided.

4. Voting by proxy shall not be allowed.

5. Directors-at-large shall be elected in accordance with the rules provided for the conducting of elections by Proportional Representation:

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Each candidate obtaining the Quota after the necessary transfers have been made shall be declared elected as a Director of the Association; and in case a vacancy still remains unfilled, the candidate then having the highest number of votes may be declared elected, notwithstanding that he may not have reached the Quota, where the total excess votes, if any, still undistributed would, however the distribution was made, leave the candidate in question with a larger number of votes than any of the remaining candidates.

6. The President and Vice-President shall be elected by the Preferential Ballot, the candidate having the highest number of votes when the necessary transfers have been made to be declared elected.

7. Scrutineers to take the ballot at any election or on any vote may be appointed by the chairman. Any duly qualified member or delegate not a candidate may be appointed a scrutineer. Scrutineers on election of officers shall not report the number of votes cast for each candidate, unless the meeting shall otherwise decide.

8. It shall not be competent for anyone to hold office in the Central who holds office in any grain company, or who without first having received the sanction of the Executive or the Convention, either on his own account or for another, engages in any commercial enterprise in competition with the business of the Association or who holds office in, is in the employ of, or in any way receives for service rendered any remuneration from any person, association of per-

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sons, or corporate body carrying on business in competition with the Association, unless the same be a body affiliated with the Association.

9. Any candidate for office in the Central may be required by the chairman of the meeting at which nomination or election takes place to declare himself upon the policies, platform, trading activities or other matters relating to the welfare of the Association. No omission to require or failure to make such declaration shall affect the validity of the election.

Section 19—Procedure at Meetings

1. The President of the Association or of a Local shall if present be the presiding officer at all meetings.

2. He shall not vote on any question except in the case of a tie when he shall have the deciding or casting vote.

3. Delegates to the Central or to a District Meeting shall present to the Secretary thereof in such form as shall be decided by the Executive, credentials duly signed by the Local Secretary before being permitted to take part in the business of the meeting.

4. At District Meetings the District Director for the District in which such meeting is held, shall, if present, be the presiding officer.

5. A majority vote shall decide all questions.

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Section 20—Constitutional Amendments

1. Amendments to the Constitution may be made at any Convention of the Association in the manner following:

(a) Notice of Motion shall be given in the Convention at least the day prior to that on which the final vote is taken.

(b) A vote of not less than two-thirds of the members voting shall be required to carry the motion.

2. Any Local desiring to introduce at a Convention a resolution to amend the Constitution may submit a draft thereof to the Central Secretary, thirty days prior to the date of such meeting, and the Secretary shall, if deemed advisable by the Executive, communicate the same by letter to each Local Secretary.

Section 21—Miscellaneous

1. It shall be the duty of each officer and delegate to support at all times the ruling of the majority, his own opinion to the contrary notwithstanding .

2. No one shall disclose motions, ruling, names of movers or seconders, etc., providing the meeting rules that such data shall not be made public, nor shall any Director, District Director or officer except the Managing Director, furnish reports of meetings or proceedings for publication.

3. No officer of the Association or of any division thereof may use his title as an officer while engaged in any partisan politi-

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cal campaign, in electioneering, in working for or in support of any candidate for office, or while engaged in any business or commercial undertaking outside of the Association unless authorized by the Central Board.

4. Nor shall any officer, Director or District Director publish or cause to be published any article in any newspaper or periodical on any matter whatsoever under his name as such Officer, Director, or as an official of the Association without first being authorized by the Executive.

5. The person whose name is placed first on a committee shall be the convener of that committee until a chairman has been elected.

6. The accidental omission to give, or error in giving any notice calling any meeting, or the failure of any person or Local entitled thereto to receive the same, or of any delegate or delegates or Director or official to attend any meeting or Convention shall not affect the validity of the said meeting or Convention or anything done or passed thereat.

BYLAWS

1. The following shall be the order of business of meetings of the Association:

- 1.—Reading minutes of previous meeting.
- 2.—Address and report of officers.
- 3.—Reports of committees.
- 4.—Unfinished business.
- 5.—New business.
- 6.—Addresses and discussions.
- 7.—Opening of question drawer.
- 8.—Election of officers.
- 9.—Adjournment.

2. Except by permission of the presiding officer no member or other person shall speak except to ask a question or to introduce or speak to a motion.

3. In the discussion following the introduction of a subject no person shall speak more than twice or for a longer time than five minutes, except by a vote of the meeting.

4. When a question is under consideration no motion shall be in order except the following: (1) To adjourn; (2) to postpone; (3) to amend. These motions take precedence in the order named, and the first two shall be decided without debate.

5. Before the vote is taken on any motion or amendment, the President shall ask: "Is the meeting ready for the question?" The motions shall not be put so long as any member desires to speak and is in order. Any member desirous of asking a question on the subject introduced may do so verbally; but if he desires to ask more than two questions he must submit them to the Secretary in writing.

